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UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA

ORACLE USA, INC., a Colorado corporation;
ORACLE AMERICA, INC., a Delaware
corporation; and ORACLE INTERNATIONAL
CORPORATION, a California corporation,

Plaintiffs,

v.

RIMINI STREET, INC., a Nevada corporation;
SETH RAVIN, an individual,

Defendants.

Case No 2:10-cv-0106-LRH-PAL

**ORACLE'S MOTION TO SEAL
PORTIONS OF ITS SECOND
MOTION FOR PARTIAL SUMMARY
JUDGMENT AND CERTAIN
SUPPORTING DOCUMENTS**

Pursuant to the Stipulated Protective Order governing confidentiality of documents entered by the Court on May 21, 2010, Dkt. 55 (“Protective Order”), and Rules 5.2 and 26(c) of the Federal Rules of Civil Procedure, Plaintiffs Oracle USA, Inc., Oracle America, Inc., and Oracle International Corporation (collectively “Oracle”) respectfully request that the Court order the Clerk of the Court to file under seal certain portions of Oracle’s Second Motion for Partial Summary Judgment and supporting documents. These portions of Oracle’s motion and supporting documents reflect information that Oracle, Rimini Street, Inc. (“Rimini”), or a third party has designated “Confidential” or “Highly Confidential – Attorneys’ Eyes Only.”

The Protective Order states, “Counsel for any Designating Party may designate any Discovery Material as ‘Confidential Information’ or ‘Highly Confidential Information – Attorneys’ Eyes Only’ under the terms of this Protective Order *only if such counsel in good faith believes that such Discovery Material contains such information and is subject to protection under Federal Rule of Civil Procedure 26(c)*. The designation by any Designating Party of any Discovery Material as ‘Confidential Information’ or ‘Highly Confidential Information – Attorneys’ Eyes Only’ shall constitute a representation that an attorney for the Designating Party reasonably believes there is a valid basis for such designation.” Protective Order ¶ 2 (emphasis supplied).

**DOCUMENTS DESIGNATED BY ORACLE AS CONFIDENTIAL OR
HIGHLY CONFIDENTIAL – ATTORNEYS’ EYES ONLY**

Oracle has designated Exhibits Exhibits 2, 6, 60, and 73 as Confidential or Highly Confidential – Attorneys’ Eyes Only.¹ Oracle requests that the Court order the Clerk of the Court to file those exhibits under seal, as well as certain portions of Oracle’s Second Motion for Partial Summary Judgment, and Oracle’s Statement of Undisputed Facts in Support of its Second Motion for Partial Summary Judgment, that reflect the information contained in those exhibits.

¹ All Exhibits referred to in this motion are attached to the Appendix of Exhibits Cited in Support of Oracle’s Second Motion for Partial Summary Judgment.

Unredacted versions of these documents were individually lodged under seal with the Court on September 14, 2012.

Documents may not be sealed in connection with a dispositive motion absent a “compelling reason.” *Selling Source, LLC v. Red River Ventures, LLC*, 2:09-CV-01491-JCM, 2011 WL 1630338 *4 (D. Nev. Apr. 29, 2011) (citing *Pintos v. Pac. Creditors Ass’n*, 565 F.3d 1106, 1115 n. 4 (9th Cir.2009)). Exhibit 2 is an Oracle license agreement. Oracle designated this agreement “Highly Confidential,” which reflects, in Oracle’s best judgment, that the document contains “extremely sensitive, highly confidential, non-public information, consisting either of trade secrets or other highly confidential documents related to current or future business plans, protocols or strategies, the disclosure of which . . . would be likely to cause competitive or business injury to [Oracle] (other than injury to [Oracle’s] position in this Action).” Protective Order ¶ 4. In particular, this license agreement contains confidential terms related to the licensed use of Oracle’s enterprise software. Oracle has invested billions to acquire and develop this software, and it relies on licensing to recoup some of those costs. Disclosure of the highly confidential terms of the license could interfere with Oracle’s ongoing licensing efforts. Thus, there is a compelling interest for this document to be sealed. *Selling Source*, 2011 WL 1630338 at *6 (“Where the material includes information about . . . agreements with clients, there are compelling reasons to seal the material because possible infringement of trade secrets outweighs the general public interest in understanding the judicial process.”).

Oracle has designated Exhibits 6, 60, and 73 as “Confidential.” The “Confidential” designation indicates that, in Oracle’s best judgment, the documents contains “non-public information or matter related to: financial or business plans or projections; . . . current or future business and marketing information, plans, and strategies; studies or analyses by internal or outside experts; customer information, data or lists; . . . competitive analyses; . . . or other commercially or personally sensitive or proprietary information.” Protective Order ¶ 3. Exhibit 6 contains testimony by an Oracle executive about Oracle’s customer licenses and licensing practices. Exhibit 73 contains testimony by an Oracle executive about Oracle’s decisions and planning related to its competition. Exhibit 60 is a written request by an Oracle customer for

Oracle to ship software to the customer, detailing the customer's licensed software and contact information. Disclosure of this confidential information could interfere with Oracle's ongoing licensing efforts, competitive strategy, and/or customer relationships. Thus, there is a compelling interest for this information to be sealed.

**DOCUMENTS DESIGNATED BY RIMINI OR A THIRD PARTY AS
CONFIDENTIAL OR HIGHLY CONFIDENTIAL – ATTORNEYS' EYES ONLY**

Rimini or a third party has designated the following documents cited or referred to in Oracle's motion for summary judgment as Confidential ("C") or Highly Confidential – Attorneys' Eyes Only ("HC"):

Ex.	Description	Designation
1	Excerpts of Rimini's Supplemental Responses to Oracle's Interrogatories Nos. 7, 15, 28, 29, and 30	HC by Rimini
3	June 29, 2007 e-mail from G. Lester	C by Rimini
7	Excerpts from the deposition of G. Lester, taken on November 11, 2011	C by Rimini
9	Excerpts from the deposition of K. Williams, taken on October 5, 2011	C by Rimini
10	Oracle Deposition Ex. 470, introduced during the October 5, 2011 deposition of K. Williams	C by Rimini
11	Excerpts from the deposition of D. Baron, taken on May 5, 2010	C by Rimini
12	Excerpts from the Rule 30(b)(6) deposition of B. Lester, taken on March 17, 2011	HC by Rimini
13	HCM101131_09TXFRMCN.DAT file from RSI0910435	HC by Rimini
14	Oracle Deposition Ex. 74, introduced during the March 17, 2011 deposition of B. Lester	HC by Rimini
15	Excerpts from the deposition of J. Whittenbarger, taken on September 27, 2011	C by Rimini
16	Excerpts from the deposition of S. Ravin, taken on November 17-18, 2011	C by Rimini
17	Oracle Deposition Ex. 929, introduced during the November 18, 2011 deposition of S. Ravin	C by Rimini
19	Attachment A to Rimini's First Supplemental Response to Oracle's Interrogatory No. 17	HC by Rimini
20	Attachment B to Rimini's First Supplemental Response to Oracle's Interrogatory No. 18	HC by Rimini
21	First Supplemental Exhibit C to Rimini's First Supplemental Response to Oracle's Interrogatory No. 17	HC by Rimini
24	Excerpts from the deposition of D. Klausner, taken on June 15, 2012	C by Rimini
25	January 20, 2010 e-mail from D. Chiu	HC by Rimini
26	February 23, 2010 e-mail from G. Lester	C by Rimini
27	Excerpts from the deposition of R. Grigsby, taken on June 15, 2012	C by Rimini

1	28	November 13, 2009 e-mail from K. Larsen	HC by Rimini
	29	April 29, 2010 e-mail from RSI-Intranet	C by Rimini
2	31	Rimini's Third Supplemental Responses to Oracle's Interrogatories Nos. 20-22	HC by Rimini
3	32	First Supp. Exhibit 1A-3 to Rimini's Third Supplemental Responses to Oracle's Interrogatories Nos. 20-22	C by Rimini
4	33	Excerpts from the Rule 30(b)(6) deposition of D. Zorn, taken on September 16, 2011	C by Rimini
5	34	Oracle Deposition Ex. 418, introduced during the September 16, 2011 deposition of D. Zorn	C by Rimini
6	35	Excerpts from the deposition of M. Davichick, taken on July 21, 2011	C by Rimini
7	36	Oracle Deposition Ex. 281, introduced during the July 21, 2011 deposition of M. Davichick	C by Rimini
8	37	Oracle Deposition Ex. 293, introduced during the July 21, 2011 deposition of M. Davichick	C by Rimini
9	38	March 9, 2010 e-mail from C. Limburg	C by Rimini
	40	Excerpts from the Rule 30(b)(6) deposition of B. Slepko, taken on August 24, 2010	HC by Rimini
10	41	Excerpts from the Rule 30(b)(6) deposition of B. Slepko, taken on December 16, 2011	C by Rimini
11	42	April 21, 2010 e-mail from J. Benge	HC by Rimini
12	43	April 14, 2010 e-mail from E. Fisher	C by Rimini
	44	Rimini Support Agreement with AGCO North America	HC by Rimini
13	45	Rimini Support Agreement with American Standard	HC by Rimini
	46	Rimini Support Agreement with AmeriGas	HC by Rimini
14	47	Rimini Support Agreement with Anadarko Petroleum	HC by Rimini
	48	Rimini Support Agreement with FM Global	HC by Rimini
15	49	Rimini Support Agreement with Genesis Health Care Corp.	HC by Rimini
16	50	Rimini Support Agreement with JBS Swift	HC by Rimini
	51	Rimini Support Agreement with Kichler Lighting	HC by Rimini
17	52	Rimini Support Agreement with Koch Business Solutions LP	HC by Rimini
	53	Rimini Support Agreement with National Grid	HC by Rimini
18	54	Rimini Support Agreement with Smurfit Stone Container Corp.	HC by Rimini
	57	September 26, 2005 Letter from S. Gattey to S. Ravin	HC by Rimini
19	58	October 6, 2005 Letter from P. Byrne to S. Gattey	HC by Rimini
	59	Excerpts from the deposition of S. Ravin, taken on July 21, 2010	HC by Rimini
20	61	Oracle Deposition Ex. 458, introduced during the September 27, 2011 deposition of J. Whittenbarger	C by Rimini
21	62	Oracle Deposition Ex. 459, introduced during the September 27, 2011 deposition of J. Whittenbarger	C by Rimini
22	63	Excerpts from the deposition of B. Slepko, taken on December 15, 2011	C by Rimini
23	64	Excerpts from the deposition of D. Chiu, taken on June 24, 2011	C by Rimini
24	65	Oracle Deposition Ex. 41, introduced during the May 12, 2011 deposition of J. Marandola.	C by Rimini
25	66	Oracle Deposition Ex. 1558, introduced during the December 15, 2011 deposition of B. Slepko	HC by Rimini
26	67	Oracle Deposition Ex. 276, introduced during the June 24, 2011 deposition of D. Chiu	HC by Rimini
27	68	Rimini's First Supplemental Response to Oracle's Interrogatory No. 16	HC by Rimini
28	70	May 2, 2011 Letter from R. Dykal to B. Hann	HC by Rimini

1	72	March 12, 2012 Letter from R. Reckers to K. Palumbo	HC by Rimini
2	79	Oracle Deposition Ex. 913, introduced during the November 17, 2011 deposition of S. Ravin	C by Rimini
3	86	April 24, 2006 Rimini Press Release	C by Rimini
4	87	January 2007 Rimini Presentation	HC by Rimini
5	88	Oracle Deposition Ex. 905, introduced during the November 17, 2011 deposition of S. Ravin, and associated testimony	C by Rimini
6	89	Oracle Deposition Ex. 432, introduced during the September 16, 2011 deposition of D. Zorn	C by Rimini and HC by Third Party
7	94	Rimini's Response to Oracle's Interrogatory No. 27	HC by Rimini

Oracle submits these documents under seal pursuant to the Protective Order based on Rimini's or the third party's representation that it reasonably believes there is a valid basis under the Protective Order for its confidentiality designations. However, Oracle is not in the position to argue that Rimini's or a third party's confidentiality designations meet the "compelling interest" standard applicable to a dispositive motion.

Oracle has submitted all other exhibits to the Appendix to the Court's public files, which would allow public access to all exhibits except for the items discussed above. Accordingly, the request to seal is narrowly tailored. For the foregoing reasons, Oracle respectfully requests that the Court find there is a compelling interest in filing the documents discussed above under seal.

DATED: September 14, 2012

BINGHAM McCUTCHEN LLP

By: /s/ Geoffrey M. Howard
Geoffrey M. Howard
Attorneys for Plaintiffs
Oracle USA, Inc., Oracle America, Inc.,
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